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FAX TRANSMITTAL SHEET

Case No. 2005-00534

DATE: DECEMBER 14, 2005

DELIVER TO: BETH O'DONNELL 502.564.3460

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FROM: JAMES H. NEWBERRY, JR. DIRECT DIAL: 859.288.7621
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MESSAGE: **PROPOSED TRANSFER OF ASSETS**

CLIENT NAME: ALLTEL
MATTER NAME: PUBLIC SERVICE COMMISSION MATTERS
CLIENT.MATTER NO.: **947.100417**

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James H. Newberry, Jr.
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 jnewberry@wyattfirm.com

December 14, 2005

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VIA FACSIMILE

Ms. Beth O'Donnell
 Executive Director
 Kentucky Public Service Commission
 211 Sower Boulevard
 P.O. Box 615
 Frankfort, KY 40602-0615

DEC 14 2005

CM
 PUBLIC SERVICE
 COMMISSION

RE: Proposed Transfer of Assets

Case No. 2005-00534

Dear Ms. O'Donnell:

Our firm represents Kentucky Alltel, Inc. and Alltel Kentucky, Inc. Recently, it was announced that the wireline business and wireless businesses of Alltel Corporation will be separated into distinct publicly traded companies and that the wireline business will merge with Valor Communications Group. The merger will occur at the parent company level and the Alltel Corporation shareholders will continue to own and control the resulting wireline business by owning 85% of the stock of the merged holding company. Even though the merger will occur at the holding company level and Alltel Corporation shareholders will continue to own 85% of the stock of the resulting holding company, Alltel Kentucky, Inc. and Kentucky Alltel, Inc. will undergo technically what is defined as a change of control and therefore the contemplated transaction is subject to approval by the Kentucky Public Service Commission as well as other regulatory agencies. We will file an application for approval on or before December 23, 2005.

To facilitate the preparation of our application and the subsequent staff review, it would be helpful to arrange a meeting with counsel for the Commission to discuss various procedural issues relating to our application. We believe it would be advisable to extend an invitation to members of the Attorney General's staff to participate in the meeting.

Specifically, I am available on the afternoon of December 16 and on December 19 and 20 at any time. Please let me know if such a meeting can be arranged, and if so, the time which would be most convenient for your staff.

www.wyattfirm.com

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101 West Spring Street, Suite 500
 New Albany, IN 47150-3610
 812.945.3561



Ms. Beth O'Donnell
December 14, 2005
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Thanks for your attention to this matter.

Sincerely yours,

A handwritten signature in cursive script that reads "James H. Newberry, Jr.". Below the signature is the printed name "James H. Newberry, Jr." in a standard serif font.

James H. Newberry, Jr.

JHN:kms

cc: Amy Dougherty, Esq. (via fax)
Dennis Howard, Esq. (via fax)
Stephen B. Rowell, Esq. (via fax)
Dan Logsdon (via fax)

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